



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

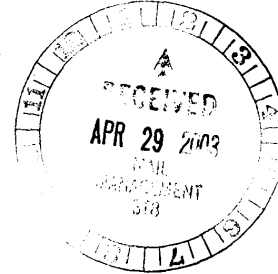
April 25, 2003

RECORDATION NO. 22053-B FILED

APR 30 '03 12:32 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated February 25, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on this date with the Commission under Recordation Number 22053.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: DeBruce Grain, Inc.
4100 N. Mulberry Drive
Kansas City, MO 64116

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4750 cubic foot capacity covered hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(DEBR005)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and DeBruce Grain, Inc. ("Lessee"), a Missouri corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 25th day of February, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of February, 2003.

Susan Grokulska
Notary Public

Commission Expires:

8-14-2003
(Notary Public)



RECORDATION NO. 22053-B FILED

APR 30 '03 10:32 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

DEBRUCE GRAIN, INC.

ATTEST:

By: Shane Berrett

Name: Shane Berrett

Title: Asst Director Transportation

By: SLR

Name: Shawn Meiners

Title: Transportation Coordinator

Executed on this 13 day of FEB, 2003.

[CORPORATE SEAL]

STATE OF Missouri

COUNTY OF JACKSON

I, Lucy Spanburg, a Notary Public of the County and State aforesaid, certify that SHANE BERRETT personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13 day of FEB 2003.

Lucy Spanburg
Notary Public

Commission Expires:
Lucy Spanburg
Notary Public - State of Missouri
Commissioned In Jackson County
My Commission Expires May 21, 2003
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper car with trough hatches
and gravity discharge gates

CAR NUMBERS: See below:

FURX 4119
FURX 463150
FURX 821495
FURX 821948
FURX 821953
FURX 822011
FURX 822244
FURX 822429
FURX 823572
FURX 823858
FURX 823919
FURX 824128
FURX 826922
FURX 826971
FURX 827023
FURX 827035
FURX 827428
FURX 828025
FURX 828214
FURX 828550
FURX 829518
FURX 829527
FURX 829704
FURX 829736
FURX 829760
Count: 25